

Stipulation Exhibit 1

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	Docket No. 12-0598
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and Morgan and Sangamon Counties Landowner's and Tenant Farmers (MSCLTF) (collectively, the Parties) agree to enter into this Stipulation in order to resolve their concerns regarding the route for that portion of ATXI's proposed Transmission Line from Meredosia, Illinois to Pawnee, Illinois, as originally identified in Exhibit A (part 3 of 5, p. 1) of ATXI's Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503 (Petition). The Parties agree to support ATXI's Alternate Route, as shown on Exhibit A to this Stipulation (Stipulated Route - Meredosia to Pawnee) in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (Commission), initiating the instant certificate of public convenience and necessity (CPCN) proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (See generally ATXI Pet.)

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2. In accordance with 8-406.1 of the Public Utilities Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Meredosia, Illinois and Pawnee, Illinois. (See ATXI Pet. ¶ 10; Ex. A, part 3 of 5, p. 1.)

3. On December 3, 2012, the Administrative Law Judges (ALJs) granted the Petition to Intervene for MSCLTF and its Amended Petition to Intervene on December 20, 2012.

4. On December 31, 2012, MSCLTF filed its Identification of Alternate Route, in which the group voiced opposition to ATXI's Primary Route, and instead stated a preference for ATXI's Alternative Route "as depicted in ATXI Petition Exhibit A (part 3 of 5) for that portion of the Project which runs from Meredosia, Illinois to Pawnee, Illinois." (See MSCLTF Identification of Alternate Route, ¶ 2.)

Stipulation

5. While ATXI continues to believe that its Primary Route for the Meredosia to Pawnee portion of the Project is a viable route, in an effort to resolve certain concerns raised by intervening parties, ATXI will request Commission approval for its Alternate Route, identified in the attached Exhibit A, for that portion of the Project between Meredosia, Illinois and Pawnee, Illinois. For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route - Meredosia to Pawnee."

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route - Meredosia to Pawnee, and will not take positions in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders that are inconsistent with the adoption of the Stipulated Route - Meredosia to Pawnee.

Stipulation Exhibit 1

7. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN, approves the Project, and adopts the Stipulated Route - Meredosia to Pawnee, and will indicate their support for and recommend approval of the Stipulated Route - Meredosia to Pawnee in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

8. MSCLTF agrees to withdraw support for any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated Route - Meredosia to Pawnee.

9. The Parties have entered into this Stipulation for the purpose of resolving issues raised in this Proceeding with respect to the Project.

10. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route - Meredosia to Pawnee in its entirety and without material alteration. In the event the Commission issues an order approving a route for the Meredosia – Pawnee portion of the Project that is different from, or a material alteration of, the Stipulated Route - Meredosia to Pawnee, the Parties shall cooperate in filing an application for rehearing of such an order on the issue of the route from Meredosia to Pawnee. If after such application is filed, the Commission either denies the application for rehearing or does not, upon rehearing, approve the Stipulated Route - Meredosia to Pawnee, this Stipulation shall terminate and become void and of no further effect.

11. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals

Stipulation Exhibit 1

or permits to construct the Stipulated Route - Meredosia to Pawnee, or in the event of any other unforeseen circumstance, which materially interferes with ATXI's ability to construct the Stipulated Route - Meredosia to Pawnee, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

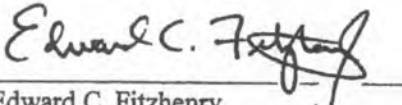
12. This Stipulation is submitted for purposes of this proceeding only and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

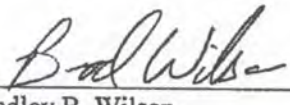
13. The Parties agree to support this Stipulation before the Commission and urge the acceptance and approval of this Stipulation, including through briefs filed in this proceeding. In the event that the Commission approves the Stipulated Route - Meredosia to Pawnee without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the subject matter resolved in this Stipulation.

DATE: March 13, 2013

Ameren Transmission Company of Illinois

Morgan and Sangamon County Land
Owners and Tenant Farmers


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Stipulation Exhibit 1

Respectfully submitted,

Ameren Transmission Company of Illinois

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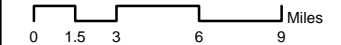
Illinois Rivers Project

ATXI Alternate Route Meredosia to Pawnee

Legend

- ATXI Alternate Route
- Project Study Area
- Proposed Substation Site
- Existing Substation
- County Boundary
- Township Boundary
- Municipal Boundary
- Railroad
- Existing Transmission Line**
 - 345,000 (V)
 - 161,000 (V)
 - 138,000 (V)
- Existing Distribution Line**
 - 69,000 (V)
- Roads**
 - Interstate
 - US Highway
 - State Highway

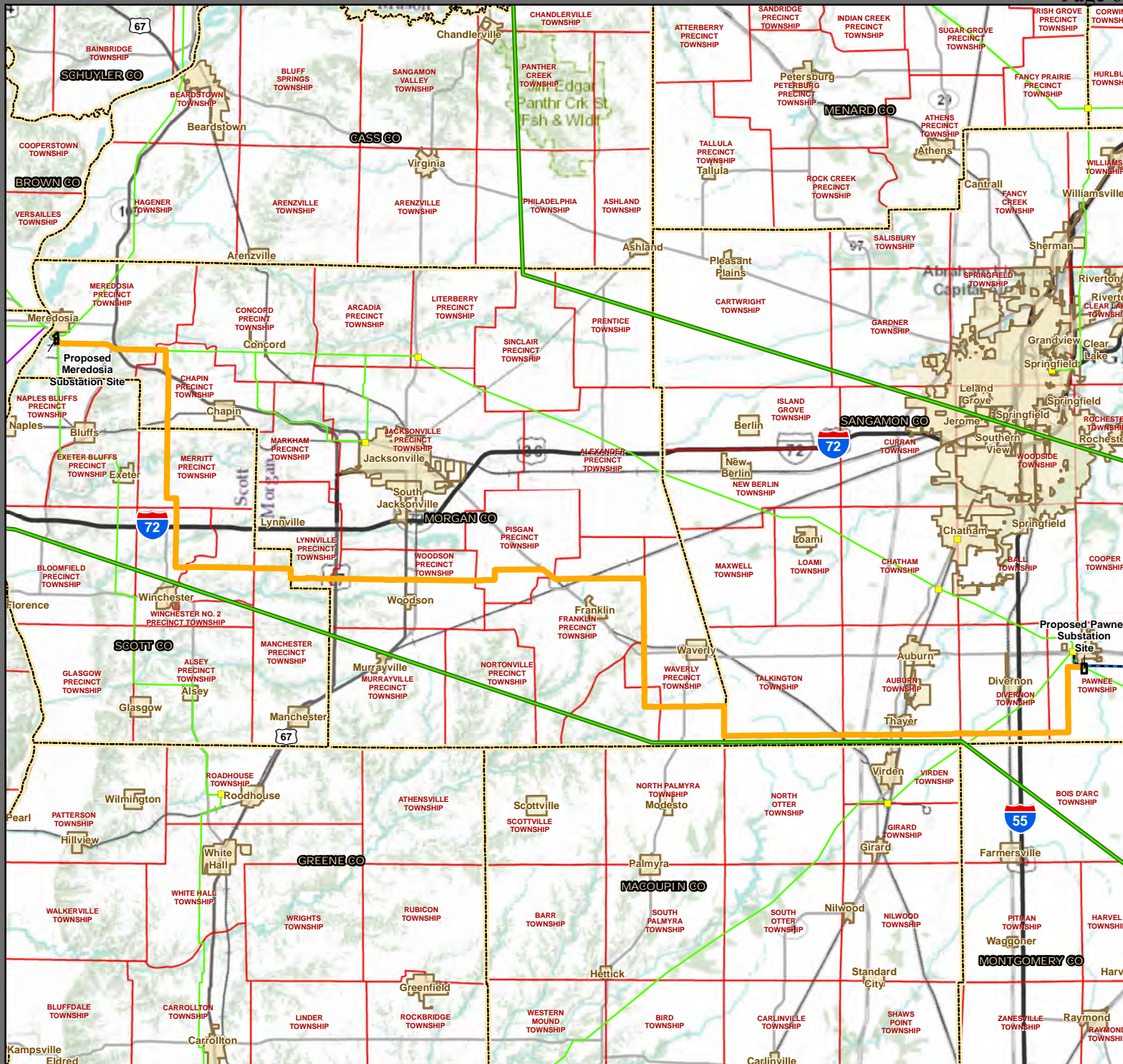
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DATE: 3/7/13

Drawn by: SJB/LT/STEIN

S:\Ameren\10023\Phase 02 IL Rivers\GIS\MDX\01102
Request: Meredosia to Pawnee, Alternate Route, 2d Rev. 3/7/13



**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
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Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
Public Utilities Act, and an Order pursuant to Section 8-)	Docket No. 12-0598
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and FutureGen Industrial Alliance, Inc., (the “Alliance”) (collectively, the Parties) agree to enter into this Stipulation in order to resolve concerns regarding the route for that portion of ATXI’s proposed Transmission Line from Meredosia, Illinois to Pawnee, Illinois, as originally identified in Exhibit A (part 3 of 5, p. 1) of ATXI’s Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503 (Petition). The Parties agree to support ATXI’s Alternate Route, as shown on Exhibit A to this Stipulation (Stipulated Route - Meredosia to Pawnee) in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (Commission), initiating the instant certificate of public convenience and necessity (CPCN) proceeding. ATXI is seeking the Commission’s approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (See generally ATXI Pet.)

2. In accordance with 8-406.1 of the Public Utilities Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Meredosia, Illinois and Pawnee, Illinois. (See ATXI Pet. ¶ 10; Ex. A, part 3 of 5, p. 1.)

3. On December 3, 2012, the Administrative Law Judges (ALJs) granted the Petition to Intervene for the Alliance and its Amended Petition to Intervene on December 20, 2012.

4. On December 28, 2012, the Alliance filed its Identification of Alternate Route, in which the Alliance objected to ATXI's Primary Route, and instead stated a preference for ATXI's Alternative Route "submitted by ATXI for that portion of the Project that begins in from Meredosia, Illinois and runs to Pawnee, Illinois." (See FutureGen Alliance Identification of Alternate Route, ¶ 3.)

Stipulation

5. While ATXI continues to believe that its Primary Route for the Meredosia to Pawnee portion of the Project is a viable route, in an effort to resolve certain concerns raised by intervening parties, ATXI will request Commission approval for its Alternate Route, identified in the attached Exhibit A, for that portion of the Project between Meredosia, Illinois and Pawnee, Illinois. For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route - Meredosia to Pawnee."

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route - Meredosia to Pawnee, and will not take positions in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders that are inconsistent with the adoption of the Stipulated Route - Meredosia to Pawnee.

7. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN, approves the Project, and adopts the Stipulated Route - Meredosia to Pawnee, and will indicate their support for and recommend approval of the Stipulated Route - Meredosia to Pawnee in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

8. The Alliance agrees that it will not support any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated Route - Meredosia to Pawnee.

9. The Parties have entered into this Stipulation for the purpose of resolving issues raised in this Proceeding with respect to the Project.

10. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route - Meredosia to Pawnee in its entirety and without material alteration. In the event the Commission issues an order approving a route for the Meredosia – Pawnee portion of the Project that is different from, or a material alteration of, the Stipulated Route - Meredosia to Pawnee, the Parties shall cooperate in filing an application for rehearing of such an order on the issue of the route from Meredosia to Pawnee. If after such application is filed, the Commission either denies the application for rehearing or does not, upon rehearing, approve the Stipulated Route - Meredosia to Pawnee, this Stipulation shall terminate and become void and of no further effect.

11. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals

or permits to construct the Stipulated Route - Meredosia to Pawnee, or in the event of any other unforeseen circumstance, which materially interferes with ATXI's ability to construct the Stipulated Route - Meredosia to Pawnee, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

12. This Stipulation is submitted for purposes of this proceeding only and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

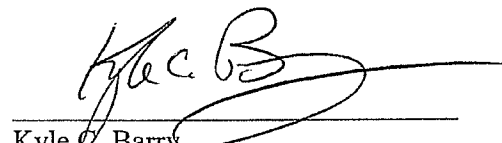
13. The Parties agree to support this Stipulation before the Commission and urge the acceptance and approval of this Stipulation, including through briefs filed in this proceeding. In the event that the Commission approves the Stipulated Route - Meredosia to Pawnee without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the subject matter resolved in this Stipulation.

DATE: March 29, 2013

Ameren Transmission Company of Illinois

FutureGen Industrial Alliance, Inc.

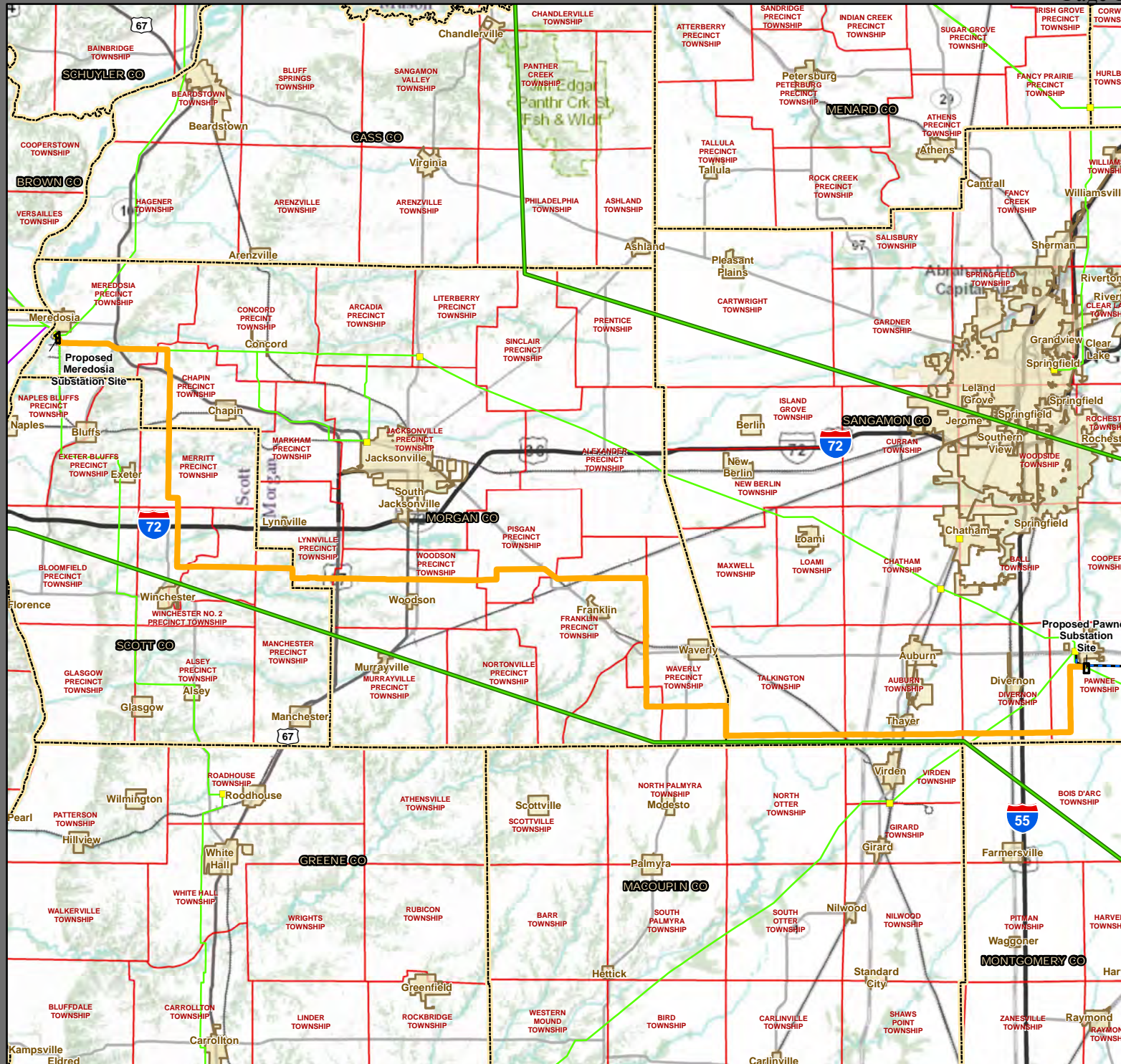

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Illinois Rivers Project

ATXI Alternate Route Meredosia to Pawnee

Legend

- ATXI Alternate Route
- Project Study Area
- Proposed Substation Site
- Existing Substation
- County Boundary
- Township Boundary
- Municipal Boundary
- Railroad

Existing Transmission Line

- 345,000 (V)
- 161,000 (V)
- 138,000 (V)

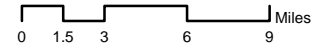
Existing Distribution Line

- 69,000 (V)

Roads

- Interstate
- US Highway
- State Highway

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DATE: 3/7/13

Drawn by: SJB/LT/STEIN

S:\Ameren\10023\Phase 02 IL Rivers\GIS\MDX\01102
Request: Meredosia to Pawnee, Alternate Route, 2d Rev. 3/7/13

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
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Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	
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Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and The Nature Conservancy (TNC), (collectively, the Parties) agree to enter into this Stipulation in order to resolve their concerns regarding the route for that portion of ATXI's proposed Transmission Line extending from Meredosia, Illinois, north into southern Schuyler County, Illinois (a portion of the Meredosia to Ipava, Illinois, segment as originally identified in Exhibit A (part 2 of 5, p.3) of ATXI's Petition filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503 (Petition)). The Parties agree that the modified version of a portion of ATXI's Alternate Route running from Meredosia to southern Schuyler County as shown on Exhibit A to this Stipulation (Stipulated Route), is a preferred route for this segment, and is the route that the Parties will request that the Illinois Commerce Commission (Commission) approve in this proceeding, in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Commission, initiating the instant certificate of public convenience and necessity (CPCN) proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line

Stipulation Exhibit 3

(as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (See generally ATXI Pet.)

2. In accordance with Section 8-406.1 of the Public Utilities Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Meredosia, Illinois and Ipava, Illinois. (See ATXI Pet. ¶ 10; Ex. A, part 2 of 5, p. 3.)
3. TNC holds certain property interests (a 1,200+ acre nature preserve and a conservation easement over approximately 90 acres) in Brown County that TNC believes would be adversely affected by the Transmission Line on ATXI's Primary Route for the Meredosia to Ipava segment. On December 3, 2012, TNC filed a Petition to Intervene in this proceeding, which was granted on December 12, 2012. In addition to concerns about its own property interests, TNC has concerns about a wetland mitigation bank site and upland bluff habitat in Brown and Schuyler counties.
4. On January 3, 2013, TNC filed its Corrected Identification of an Alternative Route in which it identified two alternative routes, which were modifications to ATXI's Alternate Route for the portion of the proposed transmission line located in Cass, Brown, and Schulyer County (TNC Alternatives) (See Nature Conservancy's Corrected Identification of an Alternative Route ¶ 5, Exs. A, B.)
5. While ATXI continues to believe that its Primary Route for the Meredosia to Ipava portion of the Project is a viable route, and TNC continues to believe TNC Alternatives are viable route options, in an effort to resolve certain concerns raised by the Parties, the Parties will request Commission approval for the Stipulated Route identified in the attached Exhibit A.

Terms of the Stipulation

Without waiving any rights except as indicated herein, and for the purpose of resolving their differences in the context of this litigated matter, the Parties hereby stipulate and agree as follows:

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route and will not take positions in any further testimony, motions, briefs, or proposed orders in which they object to the adoption of the Stipulated Route. Specifically, ATXI will indicate in any further testimony, motions, briefs, or proposed orders that the Stipulated Route is a viable route that can be constructed, and ATXI will request a Commission order adopting the Stipulated Route.
7. TNC agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN, approves the Project, and adopts the Stipulated Route. ATXI agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of the portions of a Final Order by the Commission that adopt the Stipulated Route. In addition, in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding, the Parties will indicate that for the portion of the routes running from Meredosia to southern Schuyler County (the northernmost point of the route indicated on Exhibit A to this Stipulation), the Stipulated Route is preferred over ATXI's Primary Route, ATXI's Alternate Route , and the TNC Alternatives.
8. TNC agrees to withdraw support for any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated

Stipulation Exhibit 3

Route, and agrees to support the Stipulated Route throughout the proceeding, in its testimony, examination of witnesses, briefs, and any other filings. The Parties acknowledge that the Stipulated Route is a modified part of ATXI's Alternate Route from Meredosia to Ipava, and that opposition to the Alternate Route, as modified by the Stipulated Route, would be inconsistent with approval of the Stipulated Route. ATXI agrees to withdraw its support for its Primary Route (from Meredosia to Ipava) and any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated Route, and agrees to support the Stipulated Route throughout the proceeding, in its testimony, examination of witnesses, briefs, and any other filings.

9. To preserve their arguments in the event the Commission considers other routes, including, without limitation, ATXI's Primary Route, either Party may set forth objections, and/or responses thereto, to the Primary Route and any other route other than the Stipulated Route in pre-filed written testimony, participation at hearing to support the Stipulated Route, or by submitting briefing arguments responsive to testimony and arguments previously submitted by the other Party or other parties relating to such routes other than the Stipulated Route; provided, however, such testimony and arguments shall explicitly indicate at the beginning of each section discussing such routes that ATXI and TNC have entered into a Stipulation advocating the Stipulated Route and that the testimony and arguments on issues relating to the such routes is submitted solely as a contingency, to preserve arguments in the event that the Commission does not adopt the Stipulated Route that is the subject of this Stipulation.
10. Each Party will withdraw any pending data requests directed to the other Party and will refrain from issuing any further discovery to the other Party in this proceeding, unless by mutual agreement.

Stipulation Exhibit 3

11. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route in its entirety and without material alteration. In the event the Commission issues an order approving a route for the area encompassed by the Stipulated Route, that is different from, or a material alteration of, the Stipulated Route, ATXI will file, and TNC will not object to and may join or file independently an application for rehearing of such an order on the issue of the Stipulated Route. If after such application(s) is/are filed, the Commission either denies the application(s) for rehearing or does not, upon rehearing, approve the Stipulated Route, this Stipulation shall terminate and become void and of no further effect.
12. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct the Stipulated Route, or in the event of any other unforeseen circumstance which materially interferes with ATXI's ability to construct the Stipulated Route, upon written notice of such circumstances by ATXI to TNC and a reasonable opportunity to jointly address such circumstances, this Stipulation shall terminate and become void and of no further effect.
13. Notwithstanding anything to the contrary contained herein, in the event an enacted change in the Public Utilities Act results in the inability of ATXI to use the instant proceeding (Docket No. 12-0598) to obtain a CPCN, then this Stipulation shall terminate and become void and of no further effect.

Stipulation Exhibit 3

14. This Stipulation is submitted for purposes of this proceeding only, and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.
15. The Parties agree to jointly submit this Stipulation to the Commission and urge the acceptance and approval of this Stipulation relative to other route options affecting the subject segment, including through testimony, briefs, and other filings made in this proceeding. In the event that the Commission approves the Stipulated Route without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the Stipulated Route.

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Stipulation Exhibit 3

AMEREN TRANSMISSION COMPANY OF ILLINOIS

By: Edward C. Fitzhenry
Edward C. Fitzhenry
Director and Assistant General Counsel
Ameren Services Company
Dated: April 11, 2013

Stipulation Exhibit 3

THE NATURE CONSERVANCY

By: 
Jeff Walk
Director of Conservation Science
The Nature Conservancy
Dated: April 11, 2013

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Respectfully submitted,

Ameren Transmission Company of Illinois

/s/ Albert D. Sturtevant
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**BEFORE THE ILLINOIS COMMERCE COMMISSION
STATE OF ILLINOIS**

AMEREN TRANSMISSION)	
COMPANY OF ILLINOIS)	
)	
)	
Petition for a Certificate of Public)	Docket No. 12-0598
Convenience and Necessity, pursuant)	
To Section 8-406.1 of the Illinois Public)	
Utilities Act, and an Order pursuant to)	
Section 8-503 of the Public Utilities Act,)	
To Construct, Operate and Maintain a)	
New High Voltage Electric Service Line)	
And Related Facilities in the Counties)	
of Adams, Brown, Cass, Champaign,)	
Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie)	
Pike, Sangamon, Schuyler, Scott, and)	
Shelby, Illinois)	

EXHIBIT A TO THE STIPULATION
BETWEEN AMEREN TRANSMISSION
COMPANY OF ILLINOIS AND
THE NATURE CONSERVANCY

